

BYLAWS
THE GLENMORRIE NEIGHBORHOOD ASSOCIATION
Adopted September 9, 1997 and amended November 17, 2004

ARTICLE I NAME

The name of this association is The Glenmorrie Neighborhood Association.

ARTICLE II PURPOSE

The purpose of the Association is to provide a forum for the membership to discuss matters of common concern and to represent the views of the members before public bodies. Matters of common concern include, but are not limited to, the livability of the neighborhood, city and region; promotion of qualities that make Glenmorrie an enjoyable and desirable neighborhood; participation in all phases of government processes with special emphasis on planning and land use; and ongoing communication with governments.

ARTICLE III MEMBERSHIP AND BOUNDARIES

Section 1. All people who are twenty-one years of age or older and who either reside, own property, represent a nonprofit organization, represent a public school, or own a business located within the neighborhood are members. However, only one representative is allowed per nonprofit organization, public school, or business.

Section 2. Each member is entitled to vote on issues submitted to the membership and at the annual meeting.

Section 3. There are no dues or fees for membership. The Association may seek voluntary contributions from members and may conduct fund-raising functions when the Board directs.

Section 4. The boundaries of the Association at the time of formation are as determined by City Council of the City of Lake Oswego and may be amended from time to time by that body.

Section 5. Subject to Section 4, the boundaries of the Association include the members of the Glenmorrie Water Cooperative, excluding those properties served by the Cooperative which are in the Hallinan Neighborhood Association. The Glenmorrie neighborhood is the oldest south of the lake and contains many historic homes and large properties.

ARTICLE IV BOARD OF DIRECTORS

Section 1. The Board of Directors consists of seven members and includes all officers.

Section 2. Any vacancy on the Board is filled by a majority vote of the Board. The member so elected fills the position until the next annual meeting of the Association.

Section 3.

A. Meetings of the Board of Directors may be convened by any three members of the Board. Board meetings will be held at times and places fixed by the Board. The Board of Directors will meet at least semi-annually, including following the annual members' meeting of the Association.

B. On all matters upon which the Board of Directors will deliberate and make a recommendation to a City public hearing body, the meetings of the Board of Directors shall be open to the public, except executive sessions as provided by the Oregon Public Meetings Law, ORS 192.660. For all other matters, meetings shall be open to the public unless a majority of the attending Board members vote to close part or all of the Board meeting to the public.

C. All meetings of the Board of Directors are open to Association members. For other than an Emergency Board Meeting, as provided in Section 3D, notice of Board of Directors' meetings will, at a minimum, be posted at two prominent places at least three days prior to the meeting and a meeting notice or announcement published in a local newspaper. Notice to Board Members of any regular or Special Board Meeting will be given to each Director, personally or by mail, telephone, fax, or e-mail at least seven days prior to the day named for such meeting and will state the time, place and purpose of the meeting. On all matters upon which the Board of Directors will deliberate and make a recommendation to a City public hearing body, in addition to notices required under the subsections of Section 3.B above, notices of meetings shall be sent:

- (1). to such news media which have requested notice of the meeting; and
- (2). to such persons who requested notice of the meeting.

D. In an emergency or in extraordinary circumstances requiring prompt action, an Emergency Board Meeting may be conducted. Emergency Board Meetings may be held without notice to the Association members, if the reason for the emergency or the extraordinary circumstances is stated in the minutes of the meeting. Any action taken at an Emergency Board Meeting will not be invalidated for lack of notice to a Director if such notice is waived by the Director before, during, or after the meeting. Any Emergency Board Meeting may be conducted by telephone. Business conducted at an Emergency Board Meeting will be reported to the membership at the next general meeting and posted in the same manner as notices of regular Board meetings, as referenced in Section 3B.

E. The Board of Directors shall take such action as necessary to comply with the Oregon Public Meetings and Records Law (ORS 192.610 et seq.) for those items that the Association gives advice or recommendations to any governmental body, Commission, or committee.

F. A quorum consists of the majority of the Board of Directors.

Section 4. The duties of the Board of Directors are:

- A. To transact the business of the Association between general membership meetings. The Board may order the expenditure of funds of the Association for operating expenses.
- B. To appoint committees and assign tasks to those committees.
- C. To present a report of its activities and policy positions at general membership meetings.
- D. To establish agendas and assign priorities for all meetings of the general membership.
- E. To consider proposals as provided in ARTICLE VII, Section 4.
- F. To establish and maintain a continuing liaison between the Association and officials and departments of the City of Lake Oswego, other governmental bodies, other neighborhood associations, or groups.
- G. To discuss at each Board Meeting materials the City of Lake Oswego
- H. To inform the membership and to solicit their opinions on any issue which, in the opinion of the Board, significantly affects the neighborhood.
- I. After seeking views of people affected by proposed policies or actions, to adopt positions or stands for the Association and present majority and minority reports before public and governmental bodies consistent with the Association's purpose. Positions adopted by the Board may be revised by the membership at general Association meetings.
- J. To inform the City of Lake Oswego of the date, place and time of each Board meeting, and of the issues addressed at such meetings.
- K. To recommend action, policy or comprehensive plan amendments to the City of Lake Oswego, or its agencies, on any matter consistent with the Association's purposes.L. To elect annually, by majority vote from among the Board members, Officers of the Association.
- M. Review proposed City of Lake Oswego budget items and make recommendations relating to neighborhood improvements.
- N. To cause a list of mailing addresses of members and potential members within the geographic boundaries of the Association to be maintained, together with such additional property owners not residing within the Association boundaries as request to be placed on the Association mailing list.
- O. To help other new neighborhood associations trying to develop or be recognized.
- P. To communicate with other neighborhood associations regarding mutual concerns.

ARTICLE V OFFICERS

Section 1. The Officers of the Association consist of a Chair, a Vice-Chair, and a Secretary.

Section 2. The Officers are elected for one-year terms, between annual general membership meetings of the Association.

Section 3. The duties of the officers are:

A. The Chair presides at all meetings of the Association and of the Board of Directors; serves as the official contact for all written/oral communications with the Association; performs all the duties of supervision and management as pertains to the office of the Chair; and performs such other duties as may be designated by the Board.

B. The Vice-Chair serves in the absence of the Chair; serves as chair of the nominating committee; serves as treasurer; and performs such other duties as the Board may designate. As treasurer, the Vice-Chair collects and receives all money contributed to the Association; deposits it in a bank account designated by the Board; disburses the same only upon order of the Board; presents statements to the Board at meetings and presents a report at the annual general membership meeting.

C. The Secretary keeps minutes of the annual and general meetings of the Association, and of all meetings of the Board; notifies all Officers and Directors of their elections; signs, with the Chair, all contracts when so authorized by the Board and performs such other functions as may be incident to the office. A copy of the minutes of any meeting shall be provided to the Lake Oswego Planning Commission members and City staff. The names, addresses and phone numbers of officers and board members must be annually filed with the City.

ARTICLE VI ELECTIONS

Section 1. Members of the Board of Directors are elected at the annual general membership meeting of the Association on a date selected by the Board. Board members will serve staggered, two-year terms so that, in one year, three positions on the Board will be up for election; the following year, four positions will be up for election. To get the Association started, at the first annual general membership meeting all seven positions of the Board will be up for election; however, three of those positions will be up for re-election one year later, at the next annual general membership meeting of the Association. Those three newly elected Directors will then serve the regular two-year terms.

Section 2. Members of the Board of Directors are elected by a simple majority of those Association members present and voting at the annual general membership meeting.

ARTICLE VII MEETINGS

Section 1. General membership meetings are held at least once a year. Additional meetings may be called by the Board. The Board will call a general membership meeting within fifteen days if such a meeting is requested in writing by at least twenty members of the Association.

Section 2. Notice of general membership meetings and their agenda will be circulated not less than seven days prior to the meeting. Notification of all general membership meetings is by mail, hand-distributed fliers, telephone calls, fax, e-mail, or any combination of these, or by other appropriate means of written communication most likely to reach the membership.

Section 3. A quorum for general membership meetings consists of those members in attendance. Except as provided in ARTICLE IX, a determination of any question or issue at a general membership meeting is a majority of those present and voting on the question or issue. All motions made and voting is recorded in the minutes.

Section 4. Any member may present proposals for action at any general membership meeting or Board meeting or to any Director.

ARTICLE VIII COMMITTEES

Section 1. Committees are established by the Board as needed. The members of various committees are appointed by the Board (May want to reconsider this statement, should the committee chair really appoint the committee? Does that allow opportunity to “stack” the committee?). The Board designates term lengths for the committee members and the duration of the committee.

Section 2. The nominating committee. Suggestions for Directors may be given to the nominating committee by any member of the Association, and the nominating committee will actively seek qualified and available members to stand for election to the Board.

ARTICLE IX AMENDMENTS

These Bylaws may be amended through a general membership meeting of the Association by a two-thirds favorable vote of the members present. Before a membership vote can be taken, the text of the amendment must be read in full, a copy of the text must be reasonably available to the membership and notice of the proposed amendment must be given in accordance with ARTICLE VII, Section 2. No provision of the Bylaws required by the City of Lake Oswego’s Citizen Involvement Guidelines may be amended without the written consent of the City of Lake Oswego.

ARTICLE X PARLIAMENTARY GOVERNMENT

Robert's Rules of Order govern the procedures of the Association and the Board when not covered by the Bylaws, provided, however, that fairness and common sense prevail over the technicalities of Robert's Rules in each instance. The Chair is the Parliamentarian at general meetings and the meetings of the Board. The Parliamentarian's decision may be overruled by a majority at either meeting.

ARTICLE XI COMPENSATION

The Officers and Directors of the Association are not entitled to receive any compensation.

ARTICLE XII AUTHORITY

These Bylaws implement the Citizen Involvement Guidelines of the City of Lake Oswego and Statewide Planning Goal One, Citizen Involvement.